

Bylaws of Birmingham Falls Foundation, Inc.

Article I – Name and Principal Office

1.1 Name

The name of the organization is the Birmingham Falls Foundation, Inc. (hereafter called “the Foundation” or “BFF”).

1.2 Address

The Foundation shall have its principal office and mailing address at 14865 Birmingham Highway, Milton GA 30004 in the county of Fulton.

1.3 Name / Address Change

The Foundation may, at its pleasure and by a majority vote of the board of trustees, change its name and/or principal office address.

Article II – Purpose

2.1 Purpose

The purpose of The Foundation is to provide financial resources and other support to enrich and enhance the quality of education for all Birmingham Falls Elementary School students.

Article III – Members

3.1 Members

The Foundation shall not have members unless the Board of Trustees provides otherwise by resolution amending these Bylaws. If so amended, the classes of members and the qualifications for the rights arising from membership in each class shall be as prescribed by the Board of Trustees.

Article IV – Board of Trustees

3.1 General Powers

The property, affairs, and business of the Foundation shall be managed by the Board of Trustees (the "Board").

3.2 Property

No Trustee shall have any right, title, or interest in or to the property of the Foundation.

3.21 Ownership

Ownership of the corporation, for tax / legal purposes, will automatically transfer to the President immediately after being elected as provided in section 4.1 herein. In the event of Co-Presidents, ownership will be shared equally among the Co-Presidents.

3.3 Number

The Board shall consist of not fewer than five (5) and not more than seventeen (17) voting and non-voting Trustees, unless the Board, by amendment to the Bylaws, provides for a different number of Trustees; provided, however that no decrease in number shall have the effect of removing any incumbent officer.

3.4 Officers

The Officers of the Foundation shall be as follows: President or Co-Presidents, Vice President or Co-Vice Presidents, Secretary, Treasurer and Parliamentarian, as well as such other officers and assistant officers as may be deemed necessary by the Board. No individual may occupy more than one position as an officer of the Board. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board may prescribe. Officers shall, by virtue of their office, be voting members of the Board of Trustees.

Throughout this document, the term "President" shall refer to President and/or Co-Presidents unless stated otherwise. Similarly, throughout this document, the term "Vice President" shall refer to Vice President and/or Co-Vice Presidents unless stated otherwise.

3.4.1 President or Co-Presidents

The president shall be the chair of the Board and the chief executive officer of the Foundation and, subject to the Board's control, shall exercise the usual executive powers pertaining to the office of president, including directing the day to day operations of the Foundation. As provided for in section 7.3 herein, the president may sign contracts, financial instruments or other obligations on behalf of the Foundation. In general, the president shall perform all duties incident to the office of president and such other duties as are assigned to the president by the Board from time to time.

3.4.2 Vice President or Co-Vice Presidents

The vice president will oversee both the fundraising and committee activity of the Foundation. During the absence or disability of the president, the vice presidents shall exercise all the functions of the president. The vice presidents shall have such powers and shall perform such other duties as may be assigned to them from time to time by the president or the Board.

3.4.3 Secretary

It shall be the duty of the secretary to keep records of the proceedings of the Board. As provided for in section 7.3 herein, the secretary may also sign contracts, financial instruments or other obligations on behalf of the Foundation. The secretary shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law and shall perform such other duties as may be assigned to him or her from time to time by the president or the Board.

3.4.4 Treasurer

The treasurer shall act as the chief financial officer of the Foundation and shall have the care and custody of and be responsible for all funds and investments of the Foundation and shall cause to be kept regular books of account. As provided for in section 7.3 herein, the treasurer may also sign contracts, financial instruments or other obligations on behalf of the Foundation. The treasurer shall cause to be deposited all funds and other valuable effects in the name of the Foundation in such depositories as may be designated by the Board, and, in general, shall perform all of the duties incident to the office of treasurer and shall perform such other duties as may be assigned to him or her from time to time by the president or the Board.

3.4.5 Parliamentarian

The parliamentarian shall be responsible for performing such duties incident to the office of parliamentarian, and shall perform such other duties as may be assigned to him or her from time to time by the president or the Board.

3.4.6 Members at Large

At such time as the Board of Trustees determines, additional voting members (maximum of two) may be added to the Board. Such additional members may be either elected or appointed.

3.5 Additional Non-Voting Board Members

Additional members of the board, some of which will not have voting rights, include:

- School Principal (or appointed representative)
- PTA President
- Teacher Representatives (maximum of two) who shall be appointed and/or approved by the School Principal

Additional voting and non-voting board members may be added at the discretion of and by affirmative vote of the majority of the Board in office.

3.6 Creation of the Initial Board of Trustees

The initial Board of Trustees shall be created at the initial Foundation meeting, and the Board of Trustee positions shall consist of members of the community who will be served by the Foundation. Those present at the initial Foundation meeting shall have the right to a) nominate at least one (1) candidate for each Board of Trustee position, and b) cast one vote for each Trusteeship to which a person is to be elected. Those present at the initial Foundation meeting may nominate and elect persons other than those present at the initial Foundation meeting.

At the time of creation of the Board, all initial members commit to a minimum of a two year term unless otherwise previously determined. The exceptions to these set terms are as follows:

School Principal – term to coincide with person’s tenure as School Principal

PTA President – term to coincide with person’s tenure as PTA President

The initial Board of Trustees may be formed in advance of the adoption of the Foundation’s Bylaws.

3.7 Nominations

For subsequent elections, the Board shall appoint at least three people (either existing Trustees whose positions will not be filled in the upcoming election or members of the community served by the Foundation) who shall constitute the nominating committee. The Nominating Committee shall nominate at least one (1) candidate for each pending vacancy, and shall select candidates who will give the Board the necessary knowledge and experience to manage the affairs of the Foundation. All qualified candidates named by the nominating committee are eligible to be on the ballot at the annual meeting.

Diversity, as defined in the Diversity section below, shall be a factor used in the selection of Trustees for nomination. The Nominating Committee shall notify the Board of its nominations in person or by following the notice procedures in the Notice of Meetings section below not less than one (1) month before the date of the annual meeting.

3.8 Future Elections of Trustees and Terms

Election of the Board of Trustees will take place at the annual meeting. At the time of the first formal election process, board positions will be for both one and two year terms, depending on available vacancies, such that approximately ½ of the board will be elected for one year, and approximately ½ of the board will be elected for two years. At the time of the second formal election process, and for all future elections, all board positions will require a minimum two year commitment. All board members are eligible for re-election, but no board member shall serve more than two consecutive terms in the same position.

3.9 Election of Officers of the Board of Trustees

Officers of the Board of Trustees shall be elected by the current Board in an executive session immediately following the annual meeting. Each Trustee shall have the right to vote once for each Officer to which a person is to be elected.

3.10 Qualifications of Trustees.

3.10.1 General

Candidates for Trustee must, a) demonstrate a commitment to fulfilling the goals of the Foundation, b) be at least eighteen (18) years of age, and c) be legal residents of the State of Georgia.

3.10.2 Duties of Trustees

It is the duty of the Trustees to bring to fruition the goals of the Foundation. A trustee shall perform the duties of a Trustee, including the duties as a member of any committee of the Board upon which the Trustee may serve, in good faith, in a manner such Trustee believes to be in the best interests of the Foundation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

3.10.3 Diversity

To the extent reasonable, the Board shall be representative of the diversity of the Birmingham Falls Elementary educational community, of the programs supported by the Foundation, and of the greater community- at-large.

3.11 Resignation

Any Trustee may resign at any time by delivering written notice thereof to the Secretary of the Foundation. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.12 Removal of Trustees

Any Trustee, may be removed from office, with or without cause, by a two-thirds (2/3) vote of the Board. Proper notice of intent to remove a Trustee must be given in writing to the Trustee in question and to all members of the Board ten (10) days prior to the meeting at which to vote is to be taken. A vacancy created in this manner shall be filled as described in Section 3.13.

3.13 Vacancies

Vacancies occurring in the Board resulting from an increase in the authorized number of Trustees or the death, resignation, or removal of one (1) or more Trustees shall be filled by the Board. A Trustee

appointed to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified.

3.14 No Compensation

All members of the Board of Trustees are volunteers and will not receive any compensation or salary for their efforts.

Article IV – Meetings of the Board of Trustees

4.1 Annual Meeting

The annual meeting for the election of Trustees and officers and for the transaction of such other business as may properly come before the Board shall be held **during the month of May each year** at such place within 15 miles of the Birmingham Falls Elementary School, and at such time as the Board shall determine each year. At the annual meeting, any business may be transacted and the Board may exercise all of its powers. Annual meetings will be open to the public. Notice of the annual Board meeting shall be given in a reasonable manner, not less than ten (10), nor more than sixty (60), days of such meeting.

4.2 Regular Meetings

The Board shall meet regularly and at least quarterly at such place and at such time as the Board shall determine. Regular meetings will be open to the public. Notice of the regular Board meetings shall be given in a reasonable manner.

4.3 Executive Session Meetings

Executive Session meetings may be held at any place within 15 miles of the Birmingham Falls Elementary School, whenever called by the President, Vice-President, or any two (2) or more Trustees. If an executive session meeting is not scheduled immediately prior or subsequent to, a regular meeting, notice must be given in accordance with section 4.4 below. Executive Session meetings are not open to the public. However, committee chairs, and such other people as the Board of Trustees deems appropriate, may be invited.

4.4 Notice of Special Meetings

Notice of all special meetings of the Board or any committee thereof, shall be given to the Board members by the secretary or persons calling the meeting at least ten (10) days before the meeting by personal communication over the telephone (voice-mail allowable), by personally delivering or physically mailing written notice of the meeting, by facsimile notice of the meeting, or by delivering notice of the meeting by electronic mail. If physically mailed, notice shall be mailed by United States mail, postage prepaid, to the last known address of each Board member. Notice of any special meeting shall specify the time and place of the special meeting and the business to be transacted.

4.5 Waiver of Notice

Whenever any notice is required to be given to any trustee or committee member by the Articles of Incorporation, the Bylaws, or by the laws of the State of Georgia, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. In addition, attendance of a trustee or committee member of the Foundation at any meeting shall constitute a waiver of notice of such meeting except where the trustee or committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.6 Use of Communications Equipment

The Board and any committee designated by it may conduct any meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence at a meeting.

4.7 Voting and Quorum

One-half (1/2) of the voting Trustees in office shall constitute a quorum for the transaction of business. The act of the majority of voting Trustees present at a meeting at which a quorum is present shall be the act of the Board, unless the vote of a greater number is required by the Bylaws, the Articles of Incorporation or applicable Georgia law.

Except as provided otherwise by the Bylaws, no business may be transacted without a quorum; provided, however, that a lesser number in attendance at such a meeting may adjourn any meeting from time to time without further notice. If an even number of Trustees is present at a meeting, a "majority" shall mean one-half of such number plus one (1).

A signed and approved proxy given by one voting board member to another voting board member may be used for the purposes of a quorum and for voting purposes.

4.8 Presumption of Assent

A trustee of the Foundation who is present at a meeting of the Board at which action on any Foundation matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting or unless he or she files written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof or sends such dissent or abstention by registered mail to the secretary of the Foundation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a trustee who voted in favor of such action.

4.9 Rules of Procedure

The rules of procedure at any meeting of the Board shall be consistent with Roberts Rules of Order.

Article V – Committees

5.1 Designation

The Board, by resolution adopted by a majority of the Trustees in office, may designate and appoint one (1) or more committees, each of which may consist of one (1) or more Trustees and shall have and exercise such authority of the Board in the management of the Foundation as may be specified in the resolution designating it and appointing persons to it.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual trustees of any responsibility imposed upon it, him or her by law.

5.2 Standing Committees

The following committees may be established to further the goals of the Foundation:

5.2.1 Executive Committee

The executive committee shall be comprised of the offices of President, Vice Presidents, Secretary, Treasurer and Parliamentarian. The executive committee shall have and exercise all authority of the Board in the day-to-day management of the Foundation; provided, however, that it shall operate within the confines of all applicable state rules and regulations.

5.2.2 Nominating Committee

Not later than three (3) months before the date set for each annual meeting, the Board shall elect by resolution a nominating committee comprised of three (3) persons, who shall be either trustees or officers of the Foundation, to nominate candidates for any vacancy or expiring Board member that will occur at the next annual meeting.

5.2.3 Fundraising Committee

The Fundraising Committee will be responsible for planning and executing all fundraising activities for the Foundation.

5.2.4 The Finance Committee

The Finance Committee will be responsible for determining appropriate avenues for investments of Foundation assets.

5.3 Committee Chair and Vice-Chair

The President shall, from the members of a committee, appoint a chair and vice-chair for each committee. Committee Chairs will attend regular Trustee meetings to provide committee information to the Board.

5.4 Committee Business

Each committee may, pursuant to paragraph 5.5, subject to the approval of the Board of Trustees, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters related to its procedure.

5.5 Quorum and Voting

Except as otherwise prescribed by the Board, meetings of committees may be called by the committee chair or by any two (2) members of the committee. Notice of the time and place of all committee meetings shall be given by the chair, vice-chair, or the persons calling the meeting in the manner prescribed in Section 4.4. Each committee shall: (a) keep regular minutes of the transactions of its meetings and shall cause them to be recorded in books kept for that purpose in the office of the Foundation, and (b) provide quarterly written reports of its activities to the Board. One-half (1/2) of the authorized number of members of a committee shall constitute a quorum for the transaction of the business of such committee, and the act of a majority of such quorum shall be the act of the committee. The rules of procedure at any meeting of a committee shall be as set by the person presiding at such meeting.

5.6 Term, Resignation and Removal

Committee members are appointed by the Board of Trustees and shall serve a) until the committee is disbanded by the Board, b) until his or her successor is duly appointed and qualified, or c) until such member dies, resigns or is removed from office. Any committee member may resign at any time by delivering written notice to the secretary of the Foundation. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any committee member may be removed by the Board whenever in its judgment the best interests of the Foundation will be served thereby. Vacancies on any committee arising from any cause may be filled by the Board at any annual, regular or special meeting. A member appointed to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is appointed and qualified.

Article VI – Actions by Written Consent

6.1 Any corporate action required or permitted by the Articles of Incorporation, the Bylaws, or the laws of the State of Georgia to be taken at a meeting of the Board or a committee of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Trustees or committee members, as the case may be, entitled to vote with respect to the subject matter thereof. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Such consent shall have the same force and effect as a unanimous vote and may be described as such.

Article VII – Administrative and Financial Provisions

7.1 Fiscal Year

The fiscal year of the Foundation shall begin on January 1 and end on December 31.

7.2 Fiscal Agents

The Foundation may designate such fiscal agents, investment advisors, and custodians as the Board of Trustees may select by resolution. The Board may at any time, with or without cause, discontinue the use of the services of any such fiscal agent, investment advisor, or custodian in accord with the agreement reached with that organization. The Board shall not designate the use of fiscal agents, investment advisors, or custodians that have as their Officers or Trustees any person who is an Officer of the Foundation or member of the Board of Trustees.

7.3 Contracts, Financial Instruments and Other Obligations

a. The President of the Foundation, in the furtherance of his or her duties as president, may sign any contracts, financial instruments or other obligations, so long as the signature of the Treasurer or the Secretary is obtained as a second signatory.

b. In the signing of any contracts, financial instruments or other obligations, the Secretary and/or Treasurer, in the furtherance of their duties of officers of the Board of Trustees, must obtain the signature of the President as a second signatory.

7.4 Loans

No loans shall be contracted on behalf of the Foundation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

7.5 Checks, Drafts, Money Orders, and Payments

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, or agent or agents, of the Foundation and in such manner as is from time to time determined by resolution of the Board.

7.6 Loans Prohibited

No loans shall be made by the Foundation to any officer or to any trustees.

7.7 Books and Records

The Foundation shall keep at its registered office, its principal office in Georgia, or at its secretary's office the following:

Current Articles of Incorporation and Bylaws;

Correct and adequate records of accounts and finances;

A record of officers' and Trustees' names and addresses; and

Minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board. Records may be written or electronic if capable of being converted to writing.

7.8 Copies of Resolutions

Any person dealing with the Foundation may rely upon a copy of any of the records of the proceedings, resolutions or votes of the Board when certified by the president or secretary.

7.9 Amendment of Bylaws

The Bylaws may be altered, amended or repealed by an affirmative vote of a majority of the Trustees at any annual, regular or special meeting of the Board. Any proposed amendment shall be submitted to all Trustees at least five (5) days before a scheduled Board meeting.

7.10 Amendment of Articles of Incorporation

The Articles of Incorporation may be altered, amended or repealed by an affirmative vote of a majority of the Trustees in office at any annual, regular or special meeting of the board; provided that ten (10) days' notice must be given to each trustee before the taking of any vote to amend, alter or repeal the Articles of Incorporation.

CERTIFICATION

The undersigned hereby certifies that the foregoing Bylaws were duly adopted by the Foundation's Board of Trustees on the _____ **day of** _____, _____.

Name:

Role: President

Name:

Role: Secretary